

EXHIBIT C

March 15, 1993

Ms. Shirlann Shifflett
Black & Decker (U.S.) INC.
Claims Administrator
701 East Joppa Road
Towson, Ma 21204

Handwritten:
P651-106723-01
V. (A.D.) - USM Corp

RE: Insured: USM Corp. (Emhart)
Claimant: B.C. Adams (Cooper Tire Litigation)

Dear Ms. Shifflett:

In November Liberty Mutual advised us that they could only document their USM coverage from November 1, 1971 till May 4, 1976. At the same time they indicated that their records revealed that Aetna was the carrier for USM from January 1, 1969 till until November 1, 1971.

Last week I spoke with Steven Johnson with Liberty. They still have been unable to document any additional coverage. My own efforts at proving Aetna's coverage has been fruitless, although I still have several avenues to explore.

I understand that Miles & Stockbridge is presently undertaking a review of the older Emhart documents and there is a possibility that they may uncover some additional information.

We have been holding payment of the defense invoices in abeyance in hopes that we would be able to shortly document all coverage and allocate the defense costs properly. I think we can no longer to this. Our defense counsel have been patient, but I think it would be an imposition to request that they wait further.

I suggest the following cost sharing proposal. As I advised you on March 15, if we are able to document the coverage at a later date, the defense costs can be reallocated and reimbursements made at that time.



XXVII-041

PRIVILEGED AND CONFIDENTIAL B&D MA LM 0043922

Carriers	Policy Period	No. of Mos.	Percentage
Undocumented	6-1-64 to 11-1-71	89	27
Liberty Mutual	11-1-71 to 5-4-76	54	17
AEtna	5-4-76 to 5-12-86	132	41
Hartford	5-13-86 to 5-13-87	12	4
Home	5-13-87 to 5-13-88	12	4
AIG	5-13-88 to 5-13-89	12	4
Zurich	5-13-89 to 2-1-91	9	3

By carbon of this letter I am advising the other carriers of these percentages. In preparation of paying the defense invoices I ask that they check their files to ensure that they have them. If they do not I request that they contact me, so I can provide them with copies. Let's set a goal of paying the past invoices within the next 30 days.

Sincerely,

Delores Ladd
Senior Regional Account Analyst
214-470-7064

cc: Mr. Peter Rasmussen
Mr. John Ahrens
Mr. Norman Girouard
Mr. Steven Johnson
Mr. Burt Miles

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